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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re
DPH HOLDINGS CORP., et al.,
Reorganized Debtors.

Chapter 11

Case No. 05-44481 (RDD)

(Jointly Administered)

**JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS AND UNION PACIFIC RAILROAD COMPANY COMPROMISING AND
ALLOWING PROOF OF ADMINISTRATIVE EXPENSE CLAIM NUMBER 17882**

(UNION PACIFIC RAILROAD COMPANY)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the “Reorganized Debtors”) and Union Pacific Railroad Company (the “Claimant”) respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Union Pacific Railroad Company Compromising And Allowing Proof Of Administrative Expense Claim Number 17882 (the “Stipulation”), and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC (“DAS LLC”), former debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§

101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the “Court”).

WHEREAS, on July 6, 2009, the Claimant filed proof of administrative expense claim number 17882 (the “Claim”) against Delphi asserting an administrative expense claim in the amount of \$81,842.00 arising from freight and accessorial charges allegedly owed by the Debtors to the Claimant.

WHEREAS, on October 6, 2009 (the “Effective Date”), the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the “Modified Plan”), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that “[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests.”

WHEREAS, on January 22, 2010, the Reorganized Debtors objected to the Claim pursuant to the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation

Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the “Forty-Third Omnibus Claims Objection”).

WHEREAS, on February 17, 2010, the Claimant filed Union Pacific Railroad Company’s Response to Reorganized Debtors’ Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers’ Compensation Claims, And (I) Transferred Workers’ Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19453) (the “Response”).

WHEREAS, to resolve the Forty-Third Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimant agreed that Claim 17882 should be compromised and allowed as an administrative claim in the amount of \$70,000.00 against DPH-DAS LLC.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. Claim 17882 shall be compromised and allowed in the amount of \$70,000.00 and shall be treated as an allowed administrative claim against DPH-DAS LLC in accordance with the terms of the Modified Plan.

2. Notwithstanding anything to the contrary in the Modified Plan, within 45 days of entry of this Stipulation on the Court’s docket, DPH-DAS LLC shall pay the \$70,000.00 referenced in paragraph 1 above in full and final satisfaction of the Claim. Such payment will be

remitted by check payable to “Union Pacific Railroad Company” and will be mailed to the following address:

Union Pacific Railroad Company
P.O. Box 502453
St. Louis, MO 63150-2453

3. The Response is hereby deemed withdrawn with prejudice.
4. Nothing herein shall be construed as an admission of liability on behalf of the Reorganized Debtors or Debtors with respect to any portion of the Claim.
5. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

AGREED TO AND APPROVED FOR ENTRY:

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So Ordered in White Plains, New York, this 15th day of June, 2011

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE